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COMBINED DECLARATION AND POWER OF ATTORNEY

Attorney Docket No. 07844/374001

Client No. P350

COMBINED DECLARATION AND POWER OF ATTORNEY

As a below-named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated next to my name.

I believe I am an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

SYSTEM AND METHOD OF CREATING INTERACTIVE VISUAL CONTENT

the specification of which:

[] is attached hereto.

[X] was filed on April 26, 2000.

[X] under Application No. 09/558,567.

[] with Express Mail No. _____ (Application Number not yet known).

[] was described and claimed in PCT International Application No. _____.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, code of Federal Regulations, Section 1.56(a).

I hereby appoint the following attorneys and/or agents to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith, and direct that all correspondence be addressed to that Customer Number:

Customer Number 021876

Address all telephone calls to **Jon M. Powers, Reg. No. 43,868** at telephone number (612) 335-5070.

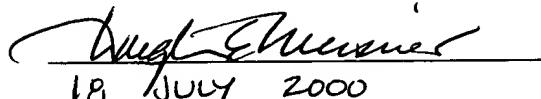
[X] For Assigned Inventions: I understand that the purpose of making this appointment is to permit prosecution of patent applications for the above-identified invention for the benefit of my assignee, and that this appointment does not create an attorney-client relationship between me and these appointees.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Attorney Docket No. 07844/374001
Client No. P350

Full name of inventor: Douglas E. Meisner

Inventor's signature



Date:

18 JULY 2000

Residence: 4811 Knox Avenue South, Minneapolis, MN 55409

Citizen of: U.S.

Post Office Address: 4811 Knox Avenue South, Minneapolis, MN 55409



Full name of inventor: Alan L. Erickson

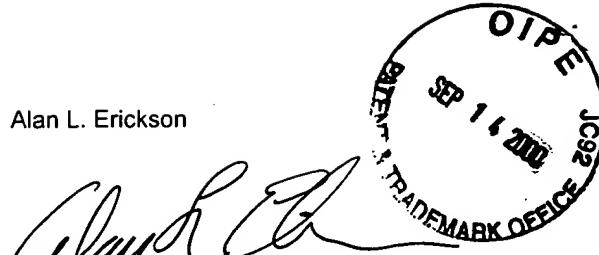
Inventor's signature

Date:

Residence: 2165 Indian Paintbrush Drive, Highlands Ranch, CO 80126

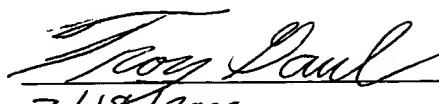
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Full name of inventor: Troy A. Gaul

Inventor's signature



Date: 7/18/2000

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Full name of inventor: Timothy N. Wright

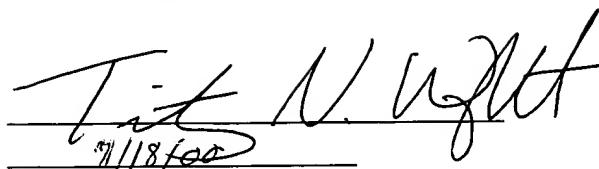
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Tim N. Wright
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Full name of inventor: Christopher P. Hondl

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Full name of inventor: Doug J. Ahmann

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7/28/00

